EXHIBIT C

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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF TEXAS
TYLER DIVISION

--------------------------------X
ADVANCEME, INC.,)
)
Plaintiff,)
)
vs.) Case No.
) 6:05-CV-424
RAPIDPAY LLC, FIRST FUNDS LLC,) (LED-JDL)
MERCHANT MONEY TREE, INC.,)
REACH FINANCIAL, LLC, and FAST)
TRANSACT, INC. d/b/a SIMPLE)
CASH,)
)
Defendants.)
--------------------------------X

January 11, 2007

10:23 a.m.

Deposition of ALLEN ABBOTT, held at the offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York, pursuant to Subpoena, before Elisabeth F. Nason, a Notary Public of the State of New York.

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ELISABETH F. NASON
JOB NO. A00B0DE

Q. Will you take a look at Abbott Exhibit 2, please.

A. Okay.

Q. Is Abbott Exhibit 2 the facsimile that you sent me on January 5?

A. It is.

MS. WILLIAMS: I would like to mark as Abbott Exhibit 3, a facsimile also dated January 5, 2007 from Allen Abbott to myself.

(Plaintiff's Exhibit Abbott 3, fascimile dated January 5, 2007, marked for identification, as of this date.)

(Handing.)

Q. Mr. Abbott, is the document that has been marked as Abbott Exhibit 3, the second fax that you sent to me on January 5, 2007?

A. It is.

Q. Do the documents in Abbott Exhibits 2 and 3 represent all documents that are responsive to the subpoena that was served upon you?

A. Yes, they do.

Q. In searching for documents

Allen Abbott

A. I'm positive of four and there may have been a fifth, but I don't remember.

MS. WILLIAMS: Mark this as Abbott Plaintiff's Exhibit 4.

(Plaintiff's Exhibit Abbott 4, document entitled declaration of Allen Abbott, marked for identification, as of this date.)

(Handing.)

MS. WILLIAMS: This is a document entitled declaration of Allen Abbott.

Q. Mr. Abbott, turn to page 4 please, of the declaration. Is that your signature on page 4?

A. It is.

Q. Did you draft this document that has been marked as Abbott Exhibit 4?

A. I did not.

Q. Who drafted the document marked as Abbott Exhibit 4?

A. Joey Gray.

Q. Were there any drafts of the document that has been marked as Abbott Exhibit 4?

Q. Is there any particular reason why you have a copy of this particular member agreement?

A. Joey Gray sent it to me along with the draft declaration.

Q. Did Mr. Gray provide any explanation for why he sent an agreement other than the Exposures' agreement?

A. Actually I don't believe he provided an explanation. Somewhere in that original draft declaration, I believe it indicated that it was similar or very similar to the one that Exposures had with Litle.

Q. Do you believe this agreement to be similar to the agreement that Exposures had with Litle?

A. I have no idea.

MS. WILLIAMS: I would like to mark a document as Abbott Exhibit 5.

(Plaintiff's Exhibit Abbott 5, letter dated December 27, 1989, marked for identification, as of this date.)

(Handing.)

MS. WILLIAMS: This is a letter

from Allen Abbott to Tim Litle dated December 27, 1989.

Q. Mr. Abbott, I will give you a moment to look at the document. Have you ever seen this document before?

A. This morning, yes.

Q. Other than looking at it right now, you saw the document this morning?

A. Yes, I did.

Q. Where did you see the document this morning?

A. I saw it at Hilary's office.

Q. Are you the author of this document?

A. I am.

Q. Can you describe what this document is?

A. It's a letter that I wrote to Tim Litle at Litle & Co. proposing a short term postage financing agreement that I thought A, would be very helpful to my company, but also an interesting product for his.

Q. You said that you saw this document this morning with Ms. Preston. Did you and Ms. Preston discuss this document?

A. She showed it to me, asked me if I had a copy of it. I did not. I frankly didn't even remember that I wrote it, but obviously I did because I signed it. So I mean we didn't really have a discussion about it.

Q. Did Mr. Litle ask you to prepare this proposal?

A. No, no.

Q. Does this document accurately describe the postage advance program that Exposures was engaged in with Litle & Co.?

A. This was prior to any of those financing arrangements. It was my initial attempt at designing something that would work for both of us. It was -- the outlying stuff, the details changed to some degree.

Q. Do you recall how the actual agreement for postage advancing was different from your proposal?

A. The amount ended up being the amount we had to pay for postage. And I don't recall whether it was because it always exceeded the 25 percent advanced payments or not. The deduction again was -- the repayment was done a little bit every day to pay back the loan.

Q. So did you say this was your idea?

A. Yes. This was my initial proposal to Tim in terms of how we might do this.

Q. The date of this letter is, am I correct, dated December 27, 1989?

A. Yes.

Q. In December 1989, you proposed to Tim Litle that Litle & Co. would advance money to Exposures that would be repaid out of diversion from the Mastercard and Visa payments Litle was processing?

A. Correct.

Q. Refer please, to the document marked Exhibit 3. On the second page of the exhibit, which in the bottom right corner has a number LI underscore 00004.

A. Yes.

Q. Is this your signature on the bottom left corner?

A. It is.

Q. What is the date of this document?

A. June 22, 1990.

Q. Does this document marked as Exhibit

financing definitely in 1990 and I believe in 1991 as well.

Q. Those would have been two financings in addition to the two reflected in these documents?

A. And again, I'm not sure whether we actually did the March 1990 financing that I originally proposed or not, but it's possible, but I don't remember.

Q. Do you recall whether those other financings, whether there were two or three, were reflected in documents substantially similar to the schedule E-1 and schedule E-4?

A. There was a separate document for each financing event and they looked pretty much alike.

Q. This was sort of the standard form for those?

A. Yes, yes.

Q. Did these documents represent Exposures' obligation to Litle & Co.?

MS. WILLIAMS: Objection.

A. An obligation to Litle & Co.?

Q. An obligation to repay the advanced

postage costs.

A. Correct, plus interest, plus management fee where applicable.

Q. I would like to refer back to Exhibit 4.

THE VIDEOGRAPHER: This will conclude videotape number 2 of this recording. Off the record at 12:36 p.m., January 11, 2007.

(Recess.)

THE VIDEOGRAPHER: This is the beginning of videotape number 3 of this recording. We are on the record at 12:40 p.m., January 11, 2007.

BY MS. PRESTON:

Q. Can you refer back to Exhibit 3, please. The daily repayments that are referenced on LI 00004 and LI, I'm going to drop the zeroes, 8, how long did those repayments continue for?

MS. WILLIAMS: Objection.

A. They started -- the agreement was they started on July 16 of 1990 and ended September 7, 1990 and then the second agreement, AOOBODE

STATE OF PENNSYLVANIA)
) SS.
COUNTY OF NORTHAMPTON)

I, the undersigned, declare under penalty of perjury that I have read the foregoing transcript, and I have made any corrections, additions or deletions that I was desirous of making; that the foregoing is a true and correct transcript of my testimony contained therein.

EXECUTED this 23RD day of FEBRUARY, 2007, at BETHLEHEM (City), PENNSYLVANIA (State).

Allen Abbott
ALLEN ABBOTT

Subscribed and sworn before me
this 23RD day of FEBRUARY, 2007.
Carlene M. Entler
Notary Public in and for
said County and State

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
CARLENE M. ENTLER, NOTARY PUBLIC
CITY OF BETHLEHEM, NORTHAMPTON COUNTY
MY COMMISSION EXPIRES JULY 5, 2009

C E R T I F I C A T E

STATE OF NEW YORK)
: ss.
COUNTY OF QUEENS)

I, ELISABETH F. NASON, a Notary Public within and for the State of New York, do hereby certify:

That Allan Abbott the witness whose deposition is hereinbefore set forth, was duly sworn by me and that such deposition is a true record of the testimony given by the witness.

I further certify that I am not related to any of the parties to this action by blood or marriage, and that I am in no way interested in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of January, 2007.

[signature]

ELISABETH F. NASON

Signature requested